

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Virginia

(State)

Case number (if known):

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Penn Virginia Corporation

2. All other names debtor used in the last 8 years N/A

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 23-1184320

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

Four Radnor Corporate Center, Suite 200

Number Street

Number Street

100 Matsonford Road

P.O. Box

Radnor, Pennsylvania 19087

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Delaware County, Pennsylvania

County

Number Street

City State Zip Code

5. Debtor's website (URL) http://www.pennvirginia.com/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor Penn Virginia Corporation  
Name

Case number (if known) \_\_\_\_\_

**7. Describe debtor's business****A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply:**

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .**  
**2111**

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District \_\_\_\_\_

When \_\_\_\_\_

MM/DD/YYYY

Case number \_\_\_\_\_

If more than 2 cases, attach a separate list.

District \_\_\_\_\_

When \_\_\_\_\_

MM/DD/YYYY

Case number \_\_\_\_\_

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Eastern District of Virginia

When

05/12/2016

List all cases. If more than 1, attach a separate list.

Case number, if known \_\_\_\_\_

MM / DD / YYYY

Debtor **Penn Virginia Corporation**  
Name

Case number (if known)

**11. Why is the case filed in this district?***Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

**Where is the property?**

Number Street

City

State

Zip Code

**Is the property insured?**

- ☐ No
- ☐ Yes. Insurance agency \_\_\_\_\_
- Contact name \_\_\_\_\_
- Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |   |  |  |
|---|--|--|
| <input type="checkbox"/> 1-49               | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99              | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199            | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 |  |  |

**15. Estimated assets**

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion         |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion        |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion               |

Debtor Penn Virginia Corporation Case number (if known) \_\_\_\_\_  
Name

16. Estimated liabilities

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**


The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/12/2016  
MM/ DD / YYYY

x   
Signature of authorized representative of debtor

R. Seth Bullock  
Printed name

Title Authorized Signatory

**18. Signature of attorney**

x /s/ Michael A. Condyles  
Signature of attorney for debtor

Date 05/12/2016  
MM/ DD/YYYY

Michael A. Condyles  
Printed name

Kutak Rock LLP  
Firm name

Bank of America Center  
1111 East Main Street, Suite 800  
Number Street

Richmond  
City

VA 23219  
State ZIP Code

(804) 343-5227  
Contact phone

Michael.Condyles@KutakRock.com  
Email address

27807 VA  
Bar number State

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Eastern District of Virginia

(State)

Case number (if known):

Chapter 11

☐ Check if this is an amended filing

**Rider 1**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Penn Virginia Corporation.

- Penn Virginia Corporation
- Penn Virginia Holding Corp.
- Penn Virginia MC Corporation
- Penn Virginia MC Energy L.L.C.
- Penn Virginia MC Operating Company L.L.C.
- Penn Virginia Oil & Gas Corporation
- Penn Virginia Oil & Gas GP LLC
- Penn Virginia Oil & Gas LP LLC
- Penn Virginia Oil & Gas, L.P.

Official Form 201A (12/15)

*[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:

PENN VIRGINIA CORPORATION,

Debtor.

)  
) Chapter 11  
)  
)  
)  
)  
)  
)

Case No. 16-\_\_\_\_\_ (\_\_\_\_)

**Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-13283

2. The following financial data is the latest available information and refers to the debtor's condition, unless otherwise indicated, on December 31, 2015, and is presented on an unaudited and consolidated basis for the Debtor and certain of its affiliates.

(a) Total assets	\$ <u>517,700,000</u>
(b) Total debts (including debts listed in 2.c., below)	\$ <u>1,432,846,000</u>
(c) Debt securities held by more than 500 holders	<u>N/A</u>
(d) Number of shares of preferred stock	<u>2,201,516 shares (386,355 of Series A and 1,815,161 of Series B)<sup>1</sup></u>
(e) Number of shares common stock	<u>86,462,978 shares<sup>2</sup></u>

Comments, if any: The total asset value listed in 2(a) above is based on the book value of the Debtor and certain of its affiliates on a consolidated basis as of December 31, 2015.

3. Brief description of debtor's business: **Penn Virginia Corporation, together with its debtor affiliates, is an independent oil and gas company engaged in the onshore exploration, development and production of oil, natural gas liquids and natural gas. The Debtors' recent operations consist primarily of drilling unconventional horizontal development wells in the Eagle Ford Shale in South Texas. They also have less significant operations in Oklahoma, primarily the Granite Wash.**

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Name of Holder	Percentage of Shares of Ownership <sup>3</sup>
UBS O'Connor, LLC	51.49% (Preferred A)
Capstone Investment Advisors, LLC	37.02% (Preferred A)
Palisade Capital Management, LLC	9.51% (Preferred A)
UBS O'Connor, LLC	30.27% (Preferred B)
Seaport Global Securities, LLC	21.63% (Preferred B)
Whitebox Advisors, LLC	10.35% (Preferred B)

<sup>1</sup> As of March 10, 2016.

<sup>2</sup> As of March 10, 2016.

<sup>3</sup> As of January 20, 2016.

**PENN VIRGINIA CORPORATION**

May 9, 2016

I, Nancy M. Snyder, Corporate Secretary of Penn Virginia Corporation, a Virginia corporation (the "Corporation"), do hereby certify the following:

1. I am the duly qualified and appointed Corporate Secretary of the Corporation.
2. Attached hereto as **Exhibit A** is a true, correct, and complete copy of the resolutions (the "Resolutions") duly adopted by the board of directors of the Corporation acting pursuant to the Corporation's bylaws (as amended, amended and restated, modified, supplemented, or replaced from time to time, the "Bylaws").
3. The Resolutions are not inconsistent with the Bylaws.
4. The Resolutions have not been amended, modified, repealed, or rescinded since adopted, and are in full force and effect on and as of the date hereof.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first written above.

By: 

Name: Nancy M. Snyder

Title: Corporate Secretary



**EXHIBIT A**

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
PENN VIRGINIA CORPORATION**

May 9, 2016

**RESTRUCTURING SUPPORT AGREEMENT, RELATED DOCUMENTS, AND  
TERMINATION OF THE EXISTING SWAP AGREEMENT**

WHEREAS, the board of directors (the “Board”) of Penn Virginia Corporation (the “Corporation”) reviewed the materials presented by the management and the financial and legal advisors of the Corporation regarding the liabilities and liquidity situation of the Corporation, the strategic alternatives available to it, and the effect of the foregoing on the Corporation’s business.

WHEREAS, the Board has had the opportunity to consult with the management and the financial and legal advisors of the Corporation and fully consider each of the strategic alternatives available to the Corporation.

WHEREAS, the Corporation has negotiated a restructuring support agreement, in form or substantially in the form thereof submitted to the Board (the “Restructuring Support Agreement”), with the Parties (as such term is defined in the Restructuring Support Agreement).

WHEREAS, certain parties have agreed to backstop a rights offering of the new common stock to be issued under the Plan, substantially on the terms and conditions set forth in the Backstop Commitment Agreement attached to the Restructuring Support Agreement as Exhibit C (the “Backstop Commitment Agreement”).

WHEREAS, certain parties have committed to provide the Corporation and certain of its affiliates access to a new reserve-based lending facility (the “Exit Facility”) under the Plan, substantially on the terms and conditions set forth in the term sheet attached to the Restructuring Support Agreement as Exhibit D) and the commitment letter and related fee letter with respect thereto attached to the Restructuring Support Agreement as Exhibit E (the “Commitment and Fee Letters”).

WHEREAS, the Restructuring Support Agreement requires, as a condition to its effectiveness, the Corporation’s termination of the existing swap agreement (the “Existing Swap Agreement”) with certain of the Secured Lenders (as defined below) or their affiliates.

WHEREAS the Restructuring Support Agreement provides that it can be terminated if the Board determines, after receiving

advice from counsel, that proceeding with the transactions contemplated by the Restructuring Support Agreement (including, without limitation, the Plan or solicitation of the Plan) would be inconsistent with the exercise of its fiduciary duties.

WHEREAS, after careful consideration the Board has determined that the Corporation's entry into the Restructuring Support Agreement and the performance of the transactions contemplated thereby are advisable and in the best interests of the Corporation and its stakeholders.

NOW, THEREFORE, BE IT:

RESOLVED, that in the business judgment of the Board, it is desirable and in the best interests of the Corporation, its stakeholders, its creditors, and other parties in interest, to enter into the Restructuring Support Agreement and that the Corporation's performance of its obligations under the Restructuring Support Agreement, including with respect to the Backstop Commitment Agreement, the Exit Facility, the Commitment and Fee Letters, the termination of the Existing Swap Agreement, and all other exhibits, schedules, attachments, and ancillary documents or agreements related thereto, hereby is, in all respects, authorized, and approved.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized to execute, on behalf of the Corporation, the Restructuring Support Agreement, the Backstop Commitment Agreement, the Exit Facility, the Commitment and Fee Letters, and all other exhibits, schedules, attachments, and ancillary documents or agreements related thereto.

#### **CHAPTER 11 FILING**

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Corporation, its creditors, and other parties in interest, that the Corporation shall be, and hereby is, authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by the Corporation's affiliates, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in a court of proper jurisdiction (the "Bankruptcy Court").

RESOLVED, that in the judgment of the Board, upon advice from the Corporation's advisors, it is desirable and in the best interests of the Corporation, its creditors, and other parties in interest, that the Corporation shall be, and hereby is, authorized to

file or cause to be filed the chapter 11 plan of reorganization (the “Plan”) and related disclosure statement (the “Disclosure Statement”), substantially consistent with the form of the Plan and Disclosure Statement presented to the Board prior to the date of filing.

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, Chief Restructuring Officer, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, or any other duly appointed officer of the Corporation (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the Corporation all petitions, schedules, lists, and other motions, objections, replies, applications, papers, or documents, including the Plan and Disclosure Statement, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Corporation’s business.

**DEBTOR-IN-POSSESSION FINANCING, CASH COLLATERAL, ADEQUATE PROTECTION, AND NEW SWAP AGREEMENTS**

RESOLVED, that the Corporation will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), which is security for certain prepetition secured lenders (collectively, the “Secured Lenders”) party to that certain Credit Agreement, dated as of September 28, 2012, as amended, modified, or supplemented, and in effect immediately prior to May 12, 2016 (the “Petition Date”), among Penn Virginia Holding Corp., as borrower (“Borrower”), Penn Virginia Corporation, as parent, Wells Fargo Bank, National Association, as administrative agent and issuing bank, Royal Bank of Canada, as syndication agent, Bank of Nova Scotia and Bank of America, N.A., as co-documentation agents, Wells Fargo Securities, LLC and RBC Capital Markets as joint bookrunners and joint lead arrangers, and the lenders that are parties thereto from time to time.

RESOLVED, that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Corporation will provide certain adequate protection to the Secured Lenders (the “Adequate Protection Obligations”), as documented in a proposed interim order (the “Interim DIP Order”) and submitted for approval to the Bankruptcy Court.

RESOLVED, that in the business judgment of the Board, it is desirable and in the best interests of the Corporation, its stakeholders, its creditors, and other parties in interest, to enter into a certain new debtor-in-possession credit agreement (the “DIP Credit Agreement”), in form or substantially in the form thereof submitted to the Board.

RESOLVED, that the form, terms, and provisions of the DIP Credit Agreement, and the form, terms, and provisions of such other agreements, certificates, and instruments contemplated thereby (including the DIP Credit Agreement, collectively, the “DIP Credit Agreement Documents”) be, and hereby are, authorized, adopted, and approved, and each of the Authorized Officers of the Corporation be, and hereby is, authorized and empowered, in the name of and on behalf of the Corporation, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of the DIP Credit Agreement Documents, and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Board, with such changes, additions, and modifications thereto as the officers of the Corporation executing the same shall approve, such approval to be conclusively evidenced by such officers’ execution and delivery thereof.

RESOLVED, that the form, terms, and provisions of the Interim DIP Order to which the Corporation is or will be subject, and the actions and transactions contemplated thereby be, and hereby are, authorized, adopted, and approved, and each of the Authorized Officers of the Corporation be, and hereby is, authorized and empowered, in the name of and on behalf of the Corporation, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Interim DIP Order, and such other agreements, certificates, instruments, receipts, petitions, motions, objections, replies, or other papers or documents to which the Corporation is or will be a party, including, but not limited to, any term sheet, credit agreement, security, and pledge agreement, or guaranty agreement (collectively with the Interim DIP Order and the DIP Credit Agreement Documents, the “DIP Documents”), and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Board, with such changes, additions, and modifications thereto as the officers of the Corporation executing the same shall approve, such approval to be conclusively evidenced by such officers’ execution and delivery thereof.

RESOLVED, that in the business judgment of the Board, it is desirable and in the best interests of the Corporation, its stakeholders, its creditors, and other parties in interest, to enter into certain new swap agreements (the “New Swap Agreements”) with certain of the Secured Lenders or their affiliates as permitted by, and in accordance with, the DIP Documents.

RESOLVED, that the Corporation, as debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents (collectively, the “Adequate Protection Transactions”).

RESOLVED, that the Authorized Officers of the Corporation be, and they hereby are, authorized and directed, and each of them acting alone hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Corporation, as debtors and debtors in possession, to take such actions as in their discretion is determined to be necessary, desirable, or appropriate and execute the New Swap Agreements and the Adequate Protection Transactions, including delivery of: (a) the DIP Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments to any DIP Documents (collectively, the “Adequate Protection Documents”); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the Agents; and (c) such forms of deposit account control agreements, officer’s certificates, and compliance certificates as may be required by the DIP Documents or any other Adequate Protection Document.

RESOLVED, that each of the Authorized Officers of the Corporation be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Corporation to file or to authorize the Agents to file any Uniform Commercial Code (the “UCC”) financing statements, any other equivalent filings, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name of the Corporation that the Agents deem necessary or appropriate to perfect any lien or security interest granted under the Interim DIP Order, including any such UCC financing statement containing a generic description of collateral, such as “all assets,” “all property now or hereafter acquired” and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Corporation and such other filings in respect of

intellectual and other property of the Corporation, in each case as the Agents may reasonably request to perfect the security interests of the Agents under the Interim DIP Order.

RESOLVED, that each of the Authorized Officers of the Corporation be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Corporation to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Adequate Protection Transactions and all fees and expenses incurred by or on behalf of the Corporation in connection with the foregoing resolutions, in accordance with the terms of the Adequate Protection Documents, which shall in their sole judgment be necessary, proper, or advisable to perform any of the Corporation's obligations under or in connection with the Interim DIP Order or any of the other Adequate Protection Documents and the transactions contemplated therein and to fully carry out the intent of the foregoing resolutions.

#### **RETENTION OF PROFESSIONALS**

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP, as general bankruptcy counsel, to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Kutak Rock LLP, as local bankruptcy counsel, to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kutak Rock LLP.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Jefferies LLC, as investment banker, to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Jefferies LLC.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC, as restructuring advisor, to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Alvarez & Marsal North America, LLC.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Epiq Bankruptcy Solutions, LLC as notice, claims, and balloting agent to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Epiq Bankruptcy Solutions, LLC.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of KPMG LLP as tax advisor, to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of KPMG LLP.



RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, objections, replies, applications, pleadings, lists, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, investment bankers, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with the Corporation's Chapter 11 Case, with a view to the successful prosecution of such case.

#### **GENERAL**

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Corporation, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Corporation, or hereby waives any right to have received such notice.

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts

were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Corporation with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Board.

RESOLVED, that each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of the Corporation with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, managing member, or manager of each direct subsidiary of the Corporation, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

\* \* \* \* \*

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Eastern District of Virginia

(State)

Case number (if known): \_\_\_\_\_

Chapter 11

☐ Check if this is an amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

**A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.**

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	WILMINGTON SAVINGS FUND SOCIETY, FSB ATTN: PAT HEALEY 500 DELAWARE AVENUE WILMINGTON, DE 19801	PAT HEALEY EMAIL - PHEALY@WSFSBANK.COM PHONE - 302-792-6000 FAX - 302-421-9137	2020 - 8.5% Notes				\$809,767,361
2	WILMINGTON SAVINGS FUND SOCIETY, FSB ATTN: PAT HEALEY 500 DELAWARE AVENUE WILMINGTON, DE 19801	PAT HEALEY EMAIL - PHEALY@WSFSBANK.COM PHONE - 302-792-6000 FAX - 302-421-9137	2019 - 7.25% Notes				\$312,445,833
3	PATTERSON-UTI DRILLING CO LLC ATTN: SETH D. WEXLER GENERAL COUNSEL & SECRETARY 450 GEARS ROAD , STE 500 HOUSTON, TX 77067	SETH D. WEXLER EMAIL - SWEXLER@FULBRIGHT.COM PHONE - 361-576-6896 FAX - 281-765-7175	Trade Debt				\$1,711,590
4	WADECO SPECIALTIES INC ATTN: CODY VOGLER CHIEF FINANCIAL OFFICER 8115 W INDUSTRIAL AVE ODESSA, TX 79765	CODY VOGLER EMAIL - BILLING@WADECOSPECIALTIES.COM PHONE - 432-563-4340 FAX - 432-563-4342	Trade Debt				\$453,949

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
5	JONES DAY ATTN: NANCY MACKIMM PARTNER-IN-CHARGE 717 TEXAS SUITE 3300 HOUSTON, TX 75201	NANCY MACKIMM EMAIL - NMACKIMM@JONESDAY.COM PHONE - 832-239-3939 FAX - 832-239-3600	Trade Debt				\$423,686
6	STEVENS TANKER DIVISION LLC ATTN: CHIEF FINANCIAL OFFICER 9757 MILITARY PARKWAY DALLAS, TX 75227	CHIEF FINANCIAL OFFICER EMAIL AKENNEDY@STEVENTRANSPORTATION.COM PHONE - 972-216-9000 FAX - 214-647-5160	Trade Debt				\$386,634
7	GO WEST LOGISTICS LLC ATTN: CHIEF FINANCIAL OFFICER 110 S MAIN STREET MOULTON, TX 77975	CHIEF FINANCIAL OFFICER EMAIL - ACCOUNTING@GOWESTLOGISTICS.COM; RTHOMAS@GOWESTLOGISTICS.COM PHONE - 361-596-4655 FAX - 855-563-3114	Trade Debt				\$283,675
8	WRANGLER TRUCKING LLC ATTN: CHIEF FINANCIAL OFFICER 726 N AVENUE D SHINER, TX 77984	CHIEF FINANCIAL OFFICER EMAIL - WRANGLERTRUCKING@GMAIL.COM PHONE - 361-594-8275 FAX - 512-366-9811	Trade Debt				\$275,506
9	AMERICAN MIDSTREAM (LAVACA) LLC ATTN: BILL MATHEWS GENERAL COUNSEL & SECRETARY 1400 16TH STREET SUITE 310 DENVER, CO 80202	BILL MATHEWS EMAIL - CBILBERRY@AMERICANMIDSTREAM.COM ACCOUNTSPAYABLE@AMERICANMIDSTREAM.COM PHONE - 303-942-2349 FAX - 713-815-3998	Trade Debt				\$275,286
10	ENERTIA SOFTWARE ATTN: FREDERICK E. FERRIS CHIEF FINANCIAL OFFICER AND EXECUTIVE VICE PRESIDENT 125 W MISSOURI AVE MIDLAND, TX 79701	FREDERICK E. FERRIS CHIEF FINANCIAL OFFICER AND EXECUTIVE VICE PRESIDENT EMAIL - N/A PHONE - 800-297-1753 FAX - 432-685-1130	Trade Debt				\$227,433
11	REFINERY SPECIALTIES INC. ATTN: MICKEY D. TUCKER PRESIDENT 38106 FM 3346 PINE ISLAND, TX 77445	MICKEY D. TUCKER PRESIDENT EMAIL - N/A PHONE - 979-826-4961 FAX - 979-826-4935	Trade Debt				\$225,800

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
12	H & A CONSTRUCTION LLC ATTN: CHIEF FINANCIAL OFFICER 109 HORN ROAD LOGANSPOUT, LA 71049	CHIEF FINANCIAL OFFICER EMAIL - OFFICE@H-ACONSTRUCTION.COM PHONE - 318-697-4787 FAX - 318-697-4788	Trade Debt				\$191,082
13	RADNOR CENTER ASSOCIATES ATTN: BRAD A. MOLOTSKY GENERAL COUNSEL & SECRETARY 555 E LANCASTER AVA #1200 RADNOR, PA 19087	BRAD A. MOLOTSKY EMAIL - REMIT@BDNREIT.COM PHONE - 610-688-0908 FAX - 610-832-7430	Trade Debt				\$169,882
14	NZONE GUIDANCE LLC ATTN: BRAD VAUGHN OWNER 921 W NEW HOPE DRIVE CEDAR PARK, TX 78613	BRAD VAUGHN OWNER EMAIL - N/A PHONE - 512-528-9772 FAX - 512-528-9781	Trade Debt				\$150,290
15	MEMORIAL CITY TOWERS LTD ATTN: ROY F. JOHNSON CHAIRMAN, CEO OF MEMORIAL CITY TOWERS GP, LLC 820 GESSNER RD STE 1800 HOUSTON, TX 77024	ROY F. JOHNSON CHAIRMAN, CEO OF MEMORIAL CITY TOWERS GP, LLC EMAIL - N/A PHONE - 713-468-4928 FAX - 713-468-3410	Trade Debt				\$134,740
16	CHESAPEAKE OPERATING INC. ATTN: DOMENIC J. DELL'OSSO, JR. CHIEF FINANCIAL OFFICER AND EXECUTIVE VICE PRESIDENT FOR CHESAPEAKE ENERGY CORP. 6100 NORTH WESTERN AVENUE OKLAHOMA CITY, OK 73118-1044	DOMENIC J. DELL'OSSO, JR. CHIEF FINANCIAL OFFICER AND EXECUTIVE VICE PRESIDENT FOR CHESAPEAKE ENERGY CORP. EMAIL - N/A PHONE - 405-848-8000 FAX - 405-849-0082	Trade Debt				\$81,929
17	PIONEER WELL SERVICES ATTN: CHIEF FINANCIAL OFFICER 1250 NE LOOP 410 SUITE 1000 SAN ANTONIO, TX 78209	CHIEF FINANCIAL OFFICER EMAIL - CREDITDEPARTMENT@PIONEERES.COM PHONE - 979-778-3448 FAX - 979-728-3632	Trade Debt				\$78,880
18	3 ES INNOVATION INC. ATTN: BRUCE MACDONALD CHIEF FINANCIAL OFFICER 227 - 11TH AVENUE S.W. SUITE 400 CALGARY, AB T2R 1R9 CANADA	BRUCE MACDONALD CHIEF FINANCIAL OFFICER EMAIL - INFO@3ESI-ENERSIGHT.COM PHONE - 403-270-3270 FAX - 403-270-3343	Trade Debt				\$72,000

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
19	GO WEST TRANSPORTATION & STORAGE LLC ATTN: RANDY THOMAS OWNER 7009 STATE HIGHWAY 304 HARWOOD, TX 78632	RANDY THOMAS OWNER EMAIL - RTHOMAS@GOWESTLOGISTICS.COM PHONE - 830-540-3818 FAX - 855-563-3114	Trade Debt				\$64,319
20	EMK3 ATTN: GARY WITTSCHKE PRESIDENT 1415 LEGACY DRIVE, SUITE 220 FRISCO, TX 75034	GARY WITTSCHKE EMAIL - TCOULTER@EMK3.COM PHONE - 972-668-6601 FAX - 972-668-6645	Trade Debt				\$56,831
21	PRIORITY ARTIFICIAL LIFT SVCS LLC ATTN: ALEX DUPLECHIN CHIEF FINANCIAL OFFICER 5655 W SAM HOUSTON PKWY N HOUSTON, TX 77041	ALEX DUPLECHIN EMAIL - ADUPLECHIN@PRIORITYENERGYLLC.COM PHONE - 877-317-7467 FAX - 985-400-5085	Trade Debt				\$44,289
22	IHS GLOBAL INC. ATTN: TODD HYATT CHIEF FINANCIAL OFFICER 15 INVERNESS WAY E ENGLEWOOD, CO 80112-5710	TODD HYATT EMAIL - CUSTOMERCARE@IHS.COM PHONE - 303-790-0600 FAX - 303-397-2599	Trade Debt				\$43,632
23	FESCO LTD ATTN: STEVE FINDLEY PRESIDENT 1000 FESCO AVENUE ALICE, TX 78332	STEVE FINDLEY PRESIDENT EMAIL -STEVE.FINDLEY@FESCOINC.COM PHONE - 361-661-7000 FAX - 361-661-7004	Trade Debt				\$33,657
24	SMART FREIGHT FUNDING LLC ATTN: JARED FLINN PARTNER 15683 SPAULDING ST OMAHA, NE 68116-8411	JARED FLINN PARTNER EMAIL - support@smartfreightfunding.com PHONE - 800-838-2907 FAX - N/A	Trade Debt				\$33,335
25	TOTAL ENERGY SOLUTIONS LLC ATTN: CHIEF FINANCIAL OFFICER 1338 PETROLEUM PARKWAY BROUSSARD, LA 70518	CHIEF FINANCIAL OFFICER EMAIL - ASHLEYD@TOTALENERGYSOLUTIONS.NET PHONE - 337-837-1595 FAX - 337-837-1433	Trade Debt				\$32,475

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
26	MARATHON OIL EF LLC ATTN: JOHN R. (J.R.) SULT CHIEF FINANCIAL OFFICER 5555 SAN FELIPE STREET HOUSTON, TX 77056	JOHN R. (J.R.) SULT EMAIL - MEDIARELATIONS@MARATHONOIL.COM PHONE - 713-629-6600 FAX - 713-629-2358	Trade Debt				\$32,365
27	A2D TECHNOLOGIES INC. ATTN: CHIEF FINANCIAL OFFICER 2345 ATASCOCITA RD HUMBLE, TX 77396-3504	CHIEF FINANCIAL OFFICER EMAIL - N/A PHONE - 281-319-4944 FAX - 281-319-4944	Trade Debt				\$30,000
28	COASTAL FLOW FIELD SERVICES INC. ATTN: CHIEF FINANCIAL OFFICER 5851 RED BLUFF PASADENA, TX 77505	CHIEF FINANCIAL OFFICER EMAIL - CFMINFO@COASTALFLOW.COM PHONE - 281-888-9896 FAX - 832-830-8867	Trade Debt				\$23,333
29	SHAREHOLDERS.COM ATTN: CHIEF FINANCIAL OFFICER ONE LIBERTY PLAZA 165 BROADWAY NEW YORK, NY 10006	CHIEF FINANCIAL OFFICER EMAIL - NOCS.BILLING@NASDAQ.COM PHONE - 212-401-8700 FAX - 301-978-4910	Trade Debt				\$21,729
30	IOS/INSPECTION OILFIELD SERVICES ATTN: JODY ARCENEUX CHIEF FINANCIAL OFFICER 652 N. SAM HOUSTON PKWY E. STE 250 HOUSTON, TX 77060	JODY ARCENEUX CHIEF FINANCIAL OFFICER EMAIL - JARCENEUX@IOSINSPECTION.COM PHONE - 337-856-9001 FAX - N/A	Trade Debt				\$21,437
31	REM TORQUE TEST INC. ATTN: WES LADWIK OWNER 23 HAMPLE ROAD YOAKUM, TX 77995	WES LADWIK OWNER EMAIL - N/A PHONE - 361-741-2373 FAX - 361-741-2383	Trade Debt				\$21,319
32	GE OIL & GAS PRESSURE CONTROL LP ATTN: CHIEF FINANCIAL OFFICER 4424 WEST SAM HOUSTON PARKWAYS NORTH SUITE 100 HOUSTON, TX 77041	ATTN: CHIEF FINANCIAL OFFICER EMAIL - N/A PHONE - 832-325-4200 FAX - 832-325-4350	Trade Debt				\$20,013

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
33	TILLMAN & ASSOCIATES CONSULTING LLC ATTN: BOBBY TILLMAN PRESIDENT 801 N MUSTANG RD SUITE B YUKON, OK 73099	BOBBY TILLMAN EMAIL - BTILLMAN@TILLMANCONSULTING.COM PHONE - 405-265-4800 FAX - 405-265-4804	Trade Debt				\$18,740
34	COASTAL CHEMICAL CO LLC ATTN: CHIEF FINANCIAL OFFICER 6133 HWY. 90 EAST BROUSSARD, LA 70518	CHIEF FINANCIAL OFFICER EMAIL - N/A PHONE - 337-893-3862 FAX - 337-898-1185	Trade Debt				\$17,321
35	J & S WATER WELLS ATTN: MONTE RICHARDSON PRESIDENT 1056 E 1ST STREET BELLVILLE, TX 77418	MONTE RICHARDSON EMAIL - monterichardsome@me.com PHONE - 800-833-5538 FAX - 979-865-8322	Trade Debt				\$17,062
36	LONE STAR TANK RENTAL ATTN: CHIEF FINANCIAL OFFICER 2512 WEST HWY 302 KERMIT, TX 79745	CHIEF FINANCIAL OFFICER EMAIL - INFO@LONESTARTANK.COM PHONE - 469-517-5363 FAX - N/A	Trade Debt				\$15,315
37	TEQSYS INC. ATTN: CHIEF FINANCIAL OFFICER 919 MAIN STREET BASTROP, TX 78602	CHIEF FINANCIAL OFFICER EMAIL - SALES@TEQSYS.COM PHONE - 877-883-7797 FAX - 877-883-3981	Trade Debt				\$14,925
38	FITZPATRICK TUBING SERVICES ATTN: CHIEF FINANCIAL OFFICER SOUTH MEADOW LANE EL CAMPO, TX 77437-1672	CHIEF FINANCIAL OFFICER EMAIL - INFO@FITZPATRICKTUBING.COM PHONE - 979-543-2206 FAX - 979-543-7268	Trade Debt				\$14,750
39	CAVALRY SOLUTIONS LLC ATTN: CHIEF FINANCIAL OFFICER 6400 S FIDDLERS GREEN CIR SUITE 1980 GREENWOOD VILLAGE, CO 80111	CHIEF FINANCIAL OFFICER EMAIL - call@cavalry.solutions PHONE - 720-279-2213 FAX -	Trade Debt				\$14,430



	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
40	NOV ATTN: JOSE A. BAYARDO CHIEF FINANCIAL OFFICER ARRAYANES LT 4 MZ14 CD IND BRUNO PAGLIAI VERACRUZ, 91697 MEXICO	JOSE A. BAYARDO CHIEF FINANCIAL OFFICER EMAIL - NOV.TUBOSCOPEMX@NOV.COM PHONE - 52-229-923-3830 FAX - 713-346-7995	Trade Debt				\$13,532
41	GANEM & KELLY SURVEYING INC ATTN: CHIEF FINANCIAL OFFICER 101 LAMAR ST., SUITE 5 POINT COMFORT, TX 77978	CHIEF FINANCIAL OFFICER EMAIL - MELGIN@GKSURVEYING.COM PHONE - 361-987-2011 FAX - 361-987-2140	Trade Debt				\$12,620
42	SWABBING JOHNS INC. ATTN: JOHN CHAPPELL OWNER/PRESIDENT HWY 76 NORTH LINDSAY, OK 73052	JOHN CHAPPELL CHIEF FINANCIAL OFFICER EMAIL - JOHNCHAPPELL@COMCAST.NET OR JCHAPPELL@VALORNET.COM PHONE - 405-756-8141 FAX - 405-756-8916	Trade Debt				\$12,463
43	TEXPERTS INC. ATTN: GERHARD SAUMWEBER 1875 OLD ALABAMA RD, STE 110 ROSWELL, GA 30076	GERHARD SAUMWEBER EMAIL - GSAUMWEBER@TEXPERTSINC.COM PHONE - 770-864-8888 FAX - 770-643-9196	Trade Debt				\$12,364
44	APEX REMINGTON INC. ATTN: RYAN MAHONY VICE PRESIDENT CONTROLLER 4608 S GARNETT ROAD SUITE 600 TULSA, OK 74146	RYAN MAHONY EMAIL - N/A PHONE - 918-894-5000 FAX - 918-392-7623	Trade Debt				\$12,183
45	EXCALIBUR RENTALS INC. ATTN: AARON POZZI CHIEF FINANCIAL OFFICER 16108 NW ZAC LENTZ PARKWAY VICTORIA, TX 77905	AARON POZZI CHIEF FINANCIAL OFFICER EMAIL - A.POZZI@EXCALIBURRENTALS.COM PHONE - 361-574-9373 FAX - 361-574-9397	Trade Debt				\$10,976
46	ACME TRUCK LINE INC. ATTN: CHIEF FINANCIAL OFFICER 200 WESTBANK EXPRESSWAY GRETNA, LA 70053	CHIEF FINANCIAL OFFICER EMAIL - CREDIT@ACMETRUCK.COM PHONE - 504-368-2510 FAX - 888-345-2263	Trade Debt				\$9,943

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
47	GREAT TEXAS COMPRESSION LLC ATTN: MARTIN KALER 18615 TUSCANY STONE SUITE 390 SAN ANTONIO, TX 78258	MARTIN KALER EMAIL - INFO@GREATTEXASCOMPRESSION.COM PHONE - 210-260-1013 FAX - 210-569-6755	Trade Debt				\$9,800
48	DNOW LP ATTN: PHILLIP GOODWIN 7402 N ELDRIDGE PKWY HOUSTON, TX 77041	PHILLIP GOODWIN EMAIL - PHILLIP.GOODWIN@DNOW.COM PHONE - 281-823-4021 FAX - N/A	Trade Debt				\$9,278
49	ENABLE PRODUCTS LLC ATTN: CHIEF FINANCIAL OFFICER 515 CENTRAL PARK DR., STE 600 OKLAHOMA CITY, OK 73105	CHIEF FINANCIAL OFFICER EMAIL - N/A PHONE - 405-557-6885 FAX - 405-557-6827	Trade Debt				\$9,214
50	MARTIN ELECTRIC COMPANY INC. ATTN: CHIEF FINANCIAL OFFICER 1504 W JACKSON ST EL CAMPO, TX 77437	CHIEF FINANCIAL OFFICER EMAIL - PHONE - 979-543-6421 FAX - 979-578-0311	Trade Debt				\$8,858

Fill in this information to identify the case and this filing:	
Debtor Name	Penn Virginia Corporation, <i>et al.</i>
United States Bankruptcy Court for the:	Eastern District of Virginia (State)
Case number (if known):	

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

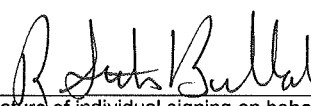
- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

05/12/2016  
MM/ DD/YYYY

☒

  
Signature of individual signing on behalf of debtor

R. Seth Bullock

Printed name

Authorized Signatory

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

Debtor.

Case No. 16- ( )

## LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	Percentage Held
Penn Virginia Corporation	UBS O'Connor, LLC	One N. Wacker Dr., 32nd Fl. Chicago, IL 60606	Preferred A	51.49%
	Capstone Investment Advisors, LLC	Seven World Trade Center, 250 Greenwich St., 30th Fl. New York, NY 10005	Preferred A	37.02%
	Palisade Capital Management, LLC	One Bridge Plaza, #695 Fort Lee, NJ 07024	Preferred A	9.51%
	Individual Holders	c/o Cede & Co. (Fast Account) P.O. Box 20 Bowling Green Station New York, NY 10004-1408	Preferred A	1.91%
	Wells Fargo Securities, LLC	375 Park Ave., 2nd Fl. New York, NY 10152	Preferred A	0.07%
	RBC Capital Markets, LLC	Three World Financial Ctr., 200 Vesey St. New York, NY 10281	Preferred A	0.01%
	UBS O'Connor, LLC	One N. Wacker Dr., 32nd Fl. Chicago, IL 60606	Preferred B	30.27%
	Seaport Global Securities, LLC	360 Madison Ave., 22nd Fl. New York, NY 10017	Preferred B	21.63%
	Whitebox Advisors, LLC	3033 Excelsior Blvd., #300 Minneapolis, MN 55416	Preferred B	10.35%
	Geode Capital Management, LLC	One Post Office Sq., 20th Fl. Boston, MA 02109	Preferred B	8.65%
	Columbia Management Investment Advisers, LLC	225 Franklin St., 31st & 32nd Fl. Boston, MA 02110	Preferred B	6.94%
	Wells Fargo Securities, LLC	375 Park Ave., 2nd Fl. New York, NY 10152	Preferred B	6.80%
	RBC Capital Markets, LLC	Three World Financial Ctr., 200 Vesey St. New York, NY 10281	Preferred B	4.12%
	Hutchin Hill Capital, L.P.	142 W. 57th St., 15th Fl. New York, NY 10019	Preferred B	2.94%
	Highbridge Capital Management, LLC	40 W. 57th St., 32nd Fl. New York, NY 10019	Preferred B	1.85%
	Capstone Investment Advisors, LLC	Seven World Trade Center, 250 Greenwich St., 30th Fl. New York, NY 10005	Preferred B	1.44%

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. Equity positions listed for Preferred A and Preferred B holders are as of January 20, 2016. Equity positions listed for common holders are as of May 4, 2016. Address information for individual holders has been redacted to maintain confidentiality.

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	Percentage Held
Penn Virginia Corporation	Jefferies, LLC <sup>2</sup>	520 Madison Ave., 16th Fl. New York, NY 10022	Preferred B	1.29%
	Tenor Capital Management Company, L.P.	1180 Ave. of the Americas #1940 New York, NY 10036	Preferred B	1.24%
	Credit Suisse Securities (USA), LLC	11 Madison Ave. New York, NY 10010	Preferred B	1.03%
	Basso Capital Management, L.P.	1266 E. Main St., 4th Fl. Stamford, CT 06902	Preferred B	0.53%
	Cede & Co. (Fast Account)	P.O. Box 20 Bowling Green Station New York, NY 10004-1408	Common	99.40%
	Edward B. Cloues II	Redacted	Common	< 0.10%
	Steven W. Krablin	Redacted	Common	< 0.10%
	Gillespie Co.	P.O. Box 675 Tazewell, VA 24651-0675	Common	< 0.10%
	Tenor Opportunity Master Fund LTD	1180 Avenue of the Americas #1940 New York, NY 10036	Common	< 0.10%
	D. Parks Bunn Jr.	Redacted	Common	< 0.10%
	George W. Williams	Redacted	Common	< 0.10%
	Frank A. Pici & Sharon L. Pici	Redacted	Common	< 0.10%
	Steven W. Krablin	Redacted	Common	< 0.10%
	Eleanor Bowne Walsh	Redacted	Common	< 0.10%
	Bruce Frederick Miller	Redacted	Common	< 0.10%
	Nancy H. Chiles	Redacted	Common	< 0.10%
	Catherine Elisabeth Ericson	Redacted	Common	< 0.10%
	Robert W. Lowman & Myrtle W. Lowman	Redacted	Common	< 0.10%
	Rakesh Pai	Redacted	Common	< 0.10%
	Ernest L. Cox	Redacted	Common	< 0.10%
	David Allen Rotenberry	Redacted	Common	< 0.10%
	Leonard L. Ferrari	Redacted	Common	< 0.10%
	Richard T. Lewis	Redacted	Common	< 0.10%
	Shirley C. Burnett	Redacted	Common	< 0.10%
	William P. Ketcham	Redacted	Common	< 0.10%
	Michael E. Stamper	Redacted	Common	< 0.10%
	Casey A. Leenheer	Redacted	Common	< 0.10%
	Christine Willson	Redacted	Common	< 0.10%
	Vola B. Edwards	Redacted	Common	< 0.10%
	Thomas W. May	Redacted	Common	< 0.10%
	Virginia H. Meador	Redacted	Common	< 0.10%
	Michael M. Mullins	Redacted	Common	< 0.10%
	Barbara M. Donelik	Redacted	Common	< 0.10%
	Gail F. McArthur	Redacted	Common	< 0.10%
	Kenneth Kenderdine	Redacted	Common	< 0.10%
	Charlotte Munning	Redacted	Common	< 0.10%
	Joan M. Hess	Redacted	Common	< 0.10%
	Joseph J. Adams & Paula E. Adams	Redacted	Common	< 0.10%
	James Keith Buchanan	Redacted	Common	< 0.10%
	Robert F. Bonner	Redacted	Common	< 0.10%
	Richard G. Heintzelman Jr.	Redacted	Common	< 0.10%
	Philip R. Loe	Redacted	Common	< 0.10%
	Wilma D. Craig	Redacted	Common	< 0.10%
	Katherine Diane Leisenring & Madeline F. Leisenring	Redacted	Common	< 0.10%
	Robin K. Woolfenden	Redacted	Common	< 0.10%
	Penelope M. Krell	Redacted	Common	< 0.10%
	Susan Elizabeth Parks	Redacted	Common	< 0.10%
	Jeffrey J. Nemitz	Redacted	Common	< 0.10%

<sup>2</sup> Jefferies, LLC, commenced the process to sell out of its equity security position prior to the petition date.

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	Percentage Held
Penn Virginia Corporation	Gary K. Wright	Redacted	Common	< 0.10%
	Irene Gourlay	Redacted	Common	< 0.10%
	Warren G. Williams	Redacted	Common	< 0.10%
	Jennifer Williams	Redacted	Common	< 0.10%
	Harry E. Janes	Redacted	Common	< 0.10%
	Joan C. Shunk	Redacted	Common	< 0.10%
	Jan Chalupny	Redacted	Common	< 0.10%
	Elizabeth F. Han	Redacted	Common	< 0.10%
	Litter Distributing Co. Inc.	P.O. Box 297 524 Eastern Ave. Chillicothe, OH 45601-3471	Common	< 0.10%
	Cecile Many	Redacted	Common	< 0.10%
	Jennie Claire Proctor	Redacted	Common	< 0.10%
	Martin Pezoldt	Redacted	Common	< 0.10%
	Marguerite D. Lewis c/o Marguerite D. Catherman	Redacted	Common	< 0.10%
	Louis c. Diani	Redacted	Common	< 0.10%
	Wendell L. Archer	Redacted	Common	< 0.10%
	Robert W. Lowman	Redacted	Common	< 0.10%
	Chester R. Felkner, Jr.	Redacted	Common	< 0.10%
	Mary Felkner Smith	Redacted	Common	< 0.10%
	Marlene Linton	Redacted	Common	< 0.10%
	Marlene E. Linton	Redacted	Common	< 0.10%
	George David Dumbaugh	Redacted	Common	< 0.10%
	Barbara A. Shaw	Redacted	Common	< 0.10%
	Robert R. Waltz Jr. Cust Alexa A. Waltz	Redacted	Common	< 0.10%
	Robert R. Waltz Jr. Cust Megan R. Walsho	Redacted	Common	< 0.10%
	Leah N. Kiviat	Redacted	Common	< 0.10%
	Sara R. Berkenwald tod Michael L. Berkenwald	Redacted	Common	< 0.10%
	Phillip D. Weinstock	Redacted	Common	< 0.10%
	Edward L. Tribbey Sr.	Redacted	Common	< 0.10%
	Valerie S. Lucht Tod Ronald M. Lucht	Redacted	Common	< 0.10%
	Teresa D. Kelly	Redacted	Common	< 0.10%
	John W. Corn	Redacted	Common	< 0.10%
	George F. Parris, Jr.	Redacted	Common	< 0.10%
	Lone Star Value Investors LP	53 Forest Ave. Old Greenwich, CT 06870	Common	<0.10%
	Jeanne R. McFeely	Redacted	Common	< 0.10%
	William J. Regensburg & Doris L. Regensburg	Redacted	Common	<0.10%
	Marion S. Beauchemin	Redacted	Common	< 0.10%
	Myrtle F. Peragallo	Redacted	Common	< 0.10%
	Wendy R. Thurman	Redacted	Common	< 0.10%
	Stephen J. Koczo	Redacted	Common	< 0.10%
	Barbara R. Hensley tod Jamie L. Hensley	Redacted	Common	< 0.10%
	ChenG-Chih Chao	Redacted	Common	< 0.10%
	Donna Patrizio	Redacted	Common	< 0.10%
	Delta Resources Inc.	C/O LVMC Family Office P.O. Bix 1869 Nashville, TN 37024-1869	Common	< 0.10%
	Grace A. Diehl	Redacted	Common	< 0.10%
	Thomas R. Duplantier	Redacted	Common	< 0.10%
	Marsha J. Nemitz	Redacted	Common	< 0.10%
	Helen O. Mara	Redacted	Common	< 0.10%
	James L. Sykes	Redacted	Common	< 0.10%
	Leigh Scot Woolfenden	Redacted	Common	< 0.10%
	Karl W. Williams	Redacted	Common	< 0.10%

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	Percentage Held
Penn Virginia Corporation	Leslie C. Diani & Barbara A. Diani	Redacted	Common	< 0.10%.
	Karen Jordan	Redacted	Common	< 0.10%
	Gordon C. Campbell Jr. - Ex. Est. Elizabeth Edwards Campbell	Redacted	Common	< 0.10%
	Gordon C. Campbell, Jr.	Redacted	Common	< 0.10%
	Joseph R. Clair III	Redacted	Common	< 0.10%
	Earl A. Gray	Redacted	Common	< 0.10%
	Elizabeth Rook	Redacted	Common	< 0.10%
	Elaine M. Zecca	Redacted	Common	< 0.10%
	Stephanie B. Leisenring	Redacted	Common	< 0.10%
	Wendell Lee Archer	Redacted	Common	< 0.10%
	Brandon H. Beck - Cust Brian Hamilton Beck	Redacted	Common	< 0.10%
	Kathleen J. Lubbers	Redacted	Common	< 0.10%
	David Toro	Redacted	Common	< 0.10%
	Alan R. Van Gelder	Redacted	Common	< 0.10%
	Raymond J. Dobry	Redacted	Common	< 0.10%
	Karin E. Gapper	Redacted	Common	< 0.10%
	John R. Hastings & Kathryn C. Hastings	Redacted	Common	< 0.10%
	Martin R. McDonnell	Redacted	Common	< 0.10%
	Sara S. Senior	Redacted	Common	< 0.10%
	Ernest R. Ziegler & Jacqueline A. Ziegler	Redacted	Common	< 0.10%
	John B. Jones, Jr.	Redacted	Common	< 0.10%
	Diane Mainwold	Redacted	Common	< 0.10%
	Thomas J. Lubbers,	Redacted	Common	< 0.10%
	Scot A. Harlow - TTEE Edward B. Byrd - Rev Trust	Redacted	Common	< 0.10%
	Marc Soskin	Redacted	Common	< 0.10%
	H. Jarrell Gibbs	Redacted	Common	< 0.10%
	David T. Good	Redacted	Common	< 0.10%
	Anna E. Deppner - TOD John A. Deppner	Redacted	Common	< 0.10%
	Sydney L. Asbury	Redacted	Common	< 0.10%
	Richard L. Hallowell	Redacted	Common	< 0.10%
	Wendell L. Archer - Cust. Nicole L. Archer	Redacted	Common	< 0.10%
	Paul R. Johnson & Alice S. Johnson	Redacted	Common	< 0.10%
	Paul E. Frey	Redacted	Common	< 0.10%
	Helene B. Sandole	Redacted	Common	< 0.10%
	Linda K. Jenkins	Redacted	Common	< 0.10%
	Tamara Wax Cooper	Redacted	Common	< 0.10%
	Toby Wax Keller	Redacted	Common	< 0.10%
	Janet Myers & Gary Myers TTEES	Redacted	Common	< 0.10%
	Michael Haigney & James Haigney	Redacted	Common	< 0.10%
	Francis G. Jaros, Jr.	Redacted	Common	< 0.10%
	John A. Hollingsworth & Patricia A. Hollingsworth	Redacted	Common	< 0.10%
	George O. Thompson	Redacted	Common	< 0.10%
	Julia Webb	Redacted	Common	< 0.10%
	Nancy M. Snyder - Cust Matthew C. Haas	Redacted	Common	< 0.10%
	Esther S. Boepple	Redacted	Common	< 0.10%
	Henry Rodgers, Jr.	Redacted	Common	< 0.10%
	Robert S. Bond	Redacted	Common	< 0.10%
	Jerry B. Sliker	Redacted	Common	< 0.10%
	Shirley Brotzman	Redacted	Common	< 0.10%

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	Percentage Held
Penn Virginia Corporation	Alan Russell Kahn - Cust. Amanda Heather Kahn	Redacted	Common	< 0.10%
	Alan Russell Kahn - Cust Kimberly Robin Kahn	Redacted	Common	< 0.10%
	Ned J. Branham	Redacted	Common	< 0.10%
	Barry L. Hollinger	Redacted	Common	< 0.10%
	Douglas Dalrymple	Redacted	Common	< 0.10%
	Elisbeth I. Evans	Redacted	Common	< 0.10%
	Christopher C. Evans	Redacted	Common	< 0.10%
	Christine Nolan	Redacted	Common	< 0.10%
	Alan R. Van Gelder & Arlene R. Van Gelder	Redacted	Common	< 0.10%
	Ralph W. Libbee	Redacted	Common	< 0.10%
	Joseph D. Zweig	Redacted	Common	< 0.10%
	Doris E. Dixey	Redacted	Common	< 0.10%
	James G. Kenan III	Redacted	Common	< 0.10%
	Walter C. Lehmer	Redacted	Common	< 0.10%
	Barnard G. Megargee	Redacted	Common	< 0.10%
	Stephen L. Parker - Cust. Hallie Mayhall Parker	Redacted	Common	< 0.10%
	Campbell B. Slemph	Redacted	Common	< 0.10%
	Jessica Delong	Redacted	Common	< 0.10%
	Allan C. Doerner	Redacted	Common	< 0.10%
	Paul Hanus	Redacted	Common	< 0.10%
	John I. Thompson	Redacted	Common	< 0.10%
	Billy Joe Hobbs, Jr.	Redacted	Common	< 0.10%
	Mary Jo Stewart	Redacted	Common	< 0.10%
	Connie L> Bulfinch	Redacted	Common	< 0.10%
	Robert M. Bulfinch	Redacted	Common	< 0.10%
	M. Evelyn Hudson	Redacted	Common	< 0.10%
	Terry M. Armstrong & Keith A. Armstrong	Redacted	Common	< 0.10%
	Patrick W. Darden	Redacted	Common	< 0.10%
	Michael De Vries	Redacted	Common	< 0.10%
	James E. Jarvis	Redacted	Common	< 0.10%
	Mary K. Koltz	Redacted	Common	< 0.10%
	Emily Zaczek	Redacted	Common	< 0.10%
	Mira B. Libby	Redacted	Common	< 0.10%
	Ronald Naftal	Redacted	Common	< 0.10%
	Christopher L. Richardson & Lilia G. Richardson	Redacted	Common	< 0.10%
	David A. Eamigh, JR.	Redacted	Common	< 0.10%
	George W. Burd	Redacted	Common	< 0.10%
	C. Burnett Freas, Jr.	Redacted	Common	< 0.10%
	George G. Burd	Redacted	Common	< 0.10%
	John f. Creek	Redacted	Common	< 0.10%
	W. Jack Davis & Debora K> Davis	Redacted	Common	< 0.10%
	Thomas E. Garcea	Redacted	Common	< 0.10%
	Dennis J. Henry	Redacted	Common	< 0.10%
	Northwest Christian School	92 Route 519 Newton, NY 07860-6232	Common	< 0.10%
	Robert C. Opperman	Redacted	Common	< 0.10%
	Mary L. Thacker	Redacted	Common	< 0.10%
	Grace Miller	Redacted	Common	< 0.10%
	Terry L. Dickenson	Redacted	Common	< 0.10%
	Dale Eamigh	Redacted	Common	< 0.10%
	Ronald D. Bailey	Redacted	Common	< 0.10%
	Dan R. Cooke	Redacted	Common	< 0.10%
	Gary L. Karstetter	Redacted	Common	< 0.10%
	Lynne Whitefield	Redacted	Common	< 0.10%
	Floyd E. Gailey	Redacted	Common	< 0.10%
	Lewis C. Beeler	Redacted	Common	< 0.10%



Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	Percentage Held
Penn Virginia Corporation	Joseph W. Crane, Jr.	Redacted	Common	< 0.10%
	Milodar Cvetkovich	Redacted	Common	< 0.10%
	Robert L. Daugherty	Redacted	Common	< 0.10%
	George H. Deppner	Redacted	Common	< 0.10%
	Charles W. Hill	Redacted	Common	< 0.10%
	Jeffrey L. Hundley	Redacted	Common	< 0.10%
	Scott A. Katzenmeyer	Redacted	Common	< 0.10%
	Gary L. McCrary	Redacted	Common	< 0.10%
	Patricia Ann Sliker	Redacted	Common	< 0.10%
	Ricky Muncey	Redacted	Common	< 0.10%
	Katrina Van Fosson	Redacted	Common	< 0.10%
	Joanne Briggs Slusser - Cust Martin E. Slusser UNIF Gift	Redacted	Common	< 0.10%
	Scott J. Greenwell	Redacted	Common	< 0.10%
	Deborah Ann Michael	Redacted	Common	< 0.10%
	James A. Nelson	Redacted	Common	< 0.10%
	Barbara S. Rickards	Redacted	Common	< 0.10%
	Edwin M. Westover	Redacted	Common	< 0.10%
	Carmella Spinelli	Redacted	Common	< 0.10%
	John C. Flanagan, Jr.	Redacted	Common	< 0.10%
	Cristin Nicole Riffle	Redacted	Common	< 0.10%
	Robert E. Towner	Redacted	Common	< 0.10%
	Richard Katz & Betty Katz	Redacted	Common	< 0.10%
	Clement T. Romer III	Redacted	Common	< 0.10%
	John A. Romer	Redacted	Common	< 0.10%
	Susan E. Romer	Redacted	Common	< 0.10%
	Robert E. Fetty	Redacted	Common	< 0.10%
	Donald Ford	Redacted	Common	< 0.10%
	Stanley Kaqnia	Redacted	Common	< 0.10%
	David L. McDonald	Redacted	Common	< 0.10%
	Doris J. McGrath	Redacted	Common	< 0.10%
	Karen A. Rood c/o Casamatta	Redacted	Common	< 0.10%
	Lloyd Shell	Redacted	Common	< 0.10%
	Donald J. Swanson	Redacted	Common	< 0.10%
	Martin Whelan	Redacted	Common	< 0.10%
	Irena Jedryezka	Redacted	Common	< 0.10%
	Leyla Kardan	Redacted	Common	< 0.10%
	Robert Singleton	Redacted	Common	< 0.10%
	Paul J. Herron, Jr.	Redacted	Common	< 0.10%
	Michael C. Banks	Redacted	Common	< 0.10%
	James H. Beatty, Jr.	Redacted	Common	< 0.10%
	Dale L. Drake	Redacted	Common	< 0.10%
	Greg D. Greer	Redacted	Common	< 0.10%
	Thomas N. Lake	Redacted	Common	< 0.10%
	James C. McGrath	Redacted	Common	< 0.10%
	Donald J. Molzon & Lauretta B. Molzon	Redacted	Common	< 0.10%
	Maryann Pasko-Delagrange	Redacted	Common	< 0.10%
	Carmela Phillips	Redacted	Common	< 0.10%
	James J. Rager	Redacted	Common	< 0.10%
	Tammy L. Simonis	Redacted	Common	< 0.10%
	James E. Steurer	Redacted	Common	< 0.10%
	Etta M. Simmons	Redacted	Common	< 0.10%
	Roy A. Armstrong c/o Keith Armstrong	Redacted	Common	< 0.10%
	Justin Haas Harper	Redacted	Common	< 0.10%
	Sherri Lehmer Yuhas	Redacted	Common	< 0.10%
	Preston Emery Harper	Redacted	Common	< 0.10%
	Paul L. Ball	Redacted	Common	< 0.10%
	Michael Banks	Redacted	Common	< 0.10%
	Chris R. Blauvelt	Redacted	Common	< 0.10%
	Burton Brewer., Jr.	Redacted	Common	< 0.10%
	Hubert Campbell	Redacted	Common	< 0.10%

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	Percentage Held
Penn Virginia Corporation	Benjamin R. Contella	Redacted	Common	< 0.10%
	Mary Lou Creedon	Redacted	Common	< 0.10%
	Glenn S. Denoth	Redacted	Common	< 0.10%
	Peter H. Dershimer	Redacted	Common	< 0.10%
	Keith D. Frey	Redacted	Common	< 0.10%
	Lawrence W. Graham	Redacted	Common	< 0.10%
	Robert H. Holterman	Redacted	Common	< 0.10%
	Vincent C. Hughes	Redacted	Common	< 0.10%
	Michael Kelly	Redacted	Common	< 0.10%
	Nevin C. Kensinger	Redacted	Common	< 0.10%
	Nancy M. Kleber	Redacted	Common	< 0.10%
	Herbert E. Little	Redacted	Common	< 0.10%
	Ralph B. McDonald	Redacted	Common	< 0.10%
	Terry Murrell	Redacted	Common	< 0.10%
	Edmond C. Perry	Redacted	Common	< 0.10%
	Frank Petit	Redacted	Common	< 0.10%
	Virgil C. Plummer	Redacted	Common	< 0.10%
	Mark A. Satterly	Redacted	Common	< 0.10%
	Barbara J. Seymour	Redacted	Common	< 0.10%
	Walter R. Sharp	Redacted	Common	< 0.10%
	Deborah A. Sherrod	Redacted	Common	< 0.10%
	Frederick E. Simone, Jr. c/o Frederick E. Simone, Sr.	Redacted	Common	< 0.10%
	Melvin G. Sliker, Jr.	Redacted	Common	< 0.10%
	Dale L. Smith	Redacted	Common	< 0.10%
	Donald Swanson	Redacted	Common	< 0.10%
	David N. Tuel	Redacted	Common	< 0.10%
	Troy A. Washam	Redacted	Common	< 0.10%
	Steven J. Widner	Redacted	Common	< 0.10%
	Wayne A. Woodfork	Redacted	Common	< 0.10%
	William N. Young	Redacted	Common	< 0.10%
	Thomas G .Vasilev	Redacted	Common	< 0.10%
	Dayton J. Lundy	Redacted	Common	< 0.10%
	Chad R. Humphries	Redacted	Common	< 0.10%
	Dale V. Teets	Redacted	Common	< 0.10%
	Ina Hughes	Redacted	Common	< 0.10%
	Frank P. Marunich	Redacted	Common	< 0.10%
	Colleen D. Cassidy	Redacted	Common	< 0.10%
	Richard C. Wallace	Redacted	Common	< 0.10%
	James E. Adams	Redacted	Common	< 0.10%
	Jeffrey Akers	Redacted	Common	< 0.10%
	Charles Atkisson	Redacted	Common	< 0.10%
	Luther C. Bailey	Redacted	Common	< 0.10%
	Edward G. Balvin	Redacted	Common	< 0.10%
	Wayne Beasley	Redacted	Common	< 0.10%
	Brenda J. Beeler	Redacted	Common	< 0.10%
	Elizabeth Borbas	Redacted	Common	< 0.10%
	Business First of Louisville	C/O Mike Kallay P.O. Box 249 Louisville, KY 40201-0249	Common	< 0.10%
	Hubert D. Campbell	Redacted	Common	< 0.10%
	Gene A. Cline	Redacted	Common	< 0.10%
	Cornelius Davidson	Redacted	Common	< 0.10%
	Alvah J. DeMott	Redacted	Common	< 0.10%
	David L. Dickinson	Redacted	Common	< 0.10%
	Dale Drake	Redacted	Common	< 0.10%
	William J. Folsom	Redacted	Common	< 0.10%
	Charles A. Frye	Redacted	Common	< 0.10%
	Gary D. Gelston	Redacted	Common	< 0.10%
	Jack J. Gembach, Jr.	Redacted	Common	< 0.10%
	Stephen M. Gratzinger	Redacted	Common	< 0.10%
	Daniel R. Hamilton	Redacted	Common	< 0.10%
	Mark A. Heckell	Redacted	Common	< 0.10%

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	Percentage Held
Penn Virginia Corporation	Scott A. Katzenmyer	Redacted	Common	< 0.10%
	William W. Kelly, Jr.	Redacted	Common	< 0.10%
	John M. Kortz	Redacted	Common	< 0.10%
	Walter Kukyciak	Redacted	Common	< 0.10%
	Gary D. Leeman, Sr.	Redacted	Common	< 0.10%
	Carla S. Lovorn	Redacted	Common	< 0.10%
	James M. MacPherson	Redacted	Common	< 0.10%
	Joel D. McCorkel	Redacted	Common	< 0.10%
	Mary S. McCormick	Redacted	Common	< 0.10%
	Delores E. Mobley	Redacted	Common	< 0.10%
	Rodney K. Parker	Redacted	Common	< 0.10%
	Marc e. Pewton	Redacted	Common	< 0.10%
	Andrzej Posacki	Redacted	Common	< 0.10%
	Teresa C. Ramos	Redacted	Common	< 0.10%
	Donald L. Reed	Redacted	Common	< 0.10%
	Vincent S. Roccella	Redacted	Common	< 0.10%
	Homer Rose, Jr.	Redacted	Common	< 0.10%
	Michael E. Russell	Redacted	Common	< 0.10%
	Jacqueline M. Sahrhage	Redacted	Common	< 0.10%
	Thomas L. Scucci	Redacted	Common	< 0.10%
	Dale Smith	Redacted	Common	< 0.10%
	David F. Stump	Redacted	Common	< 0.10%
	Carroll Nelson Tate c/o Robbie G. Tate	Redacted	Common	< 0.10%
	Ronald Utitus	Redacted	Common	< 0.10%
	George W. Burd	Redacted	Common	< 0.10%
	Jackie D. Williams	Redacted	Common	< 0.10%
	Anthony Wos	Redacted	Common	< 0.10%
	Anthony L. Wos	Redacted	Common	< 0.10%
	Danny H. Eamigh	Redacted	Common	< 0.10%
	Larry K. Palmer	Redacted	Common	< 0.10%
	Daniel W. Carroll	Redacted	Common	< 0.10%
	Melinda Hicks	Redacted	Common	< 0.10%
	Robert W. Ramey	Redacted	Common	< 0.10%
	Karla D. Bradley	Redacted	Common	< 0.10%
	Anna M. Jungclaus	Redacted	Common	< 0.10%
	Howard Haas Harper Cust Jeffrey Strauss	Redacted	Common	< 0.10%
	Barbara Haas Harper	Redacted	Common	< 0.10%
	Chris R. Blauvelt, Sr.	Redacted	Common	< 0.10%
	AST Exchange Agent #17911	Penn Virginia Ser A Depository 6202 15th Avenue Brooklyn, NY 11219	Common	< 0.10%
	AST Exchange Agent #19465	Penn Virginia Ser A Depository 6202 15th Avenue Brooklyn, NY 11219	Common	< 0.10%
	Marshall Wolf	Redacted	Common	< 0.10%
	A. James Dearlove	Redacted	Common	< 0.10%
	Morris Bolling	Redacted	Common	< 0.10%
	Gregory Michael Stewart	Redacted	Common	< 0.10%

Fill in this information to identify the case and this filing:	
Debtor Name	Penn Virginia Corporation
United States Bankruptcy Court for the:	Eastern District of Virginia (State)
Case number (If known):	

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

05/12/2016  
MM/ DD/YYYY

☒

R. Seth Bullock  
Signature of individual signing on behalf of debtor

R. Seth Bullock

Printed name

Authorized Signatory

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

Case No. 16-\_\_\_\_\_ (\_\_\_)

## CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
UBS O'Connor, LLC	51.49% (Preferred A)
Capstone Investment Advisors, LLC	37.02% (Preferred A)
UBS O'Connor, LLC	30.27% (Preferred B)
Seaport Global Securities, LLC	21.63% (Preferred B)
Whitebox Advisors, LLC	10.35% (Preferred B)

<b>Fill in this information to identify the case and this filing:</b>	
Debtor Name	Penn Virginia Corporation
United States Bankruptcy Court for the:	Eastern District of Virginia (State)
Case number (If known):	

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

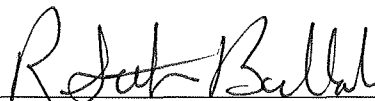
- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

05/12/2016  
MM/ DD/YYYY

☒



Signature of individual signing on behalf of debtor

R. Seth Bullock

Printed name

Authorized Signatory

Position or relationship to debtor